

BRANCH \_\_\_\_\_

ABC FOR HEALTH, INC., WISCONSIN

COALITION FOR ADVOCACY, and AARP,

Petitioners,

v.

COMMISSIONER OF INSURANCE

Respondent.

Case No.:

**00CV1152**

Administrative Agency Review: 30607

(OCI Case No. 99-C26038)

**PETITION FOR JUDICIAL REVIEW  
OF AN ADMINISTRATIVE AGENCY DECISION**

The above-named Petitioners, by their respective attorneys, Robert A. Peterson, Jr. and Wade Max Williams of ABC for Health, Inc., Jeff Spitzer-Resnick of Wisconsin Coalition for Advocacy, and Michael Schuster of AARP, hereby request judicial review of an administrative decision pursuant to Wis. Stat. § 227.52, *et seq.*, and in support of which Petitioners state as follows:

**JURISDICTION****Parties**

1. ABC for Health, Inc. (hereinafter "ABC"), is a non-profit Wisconsin corporation and has its offices at 152 West Johnson Street, Suite 206, Madison, Wisconsin 53703.
2. Wisconsin Coalition for Advocacy (hereinafter "WCA"), is a non-profit Wisconsin corporation and has its offices at 16 N. Carroll St., #400, Madison, WI 53703; and 2040 W. Wisconsin Ave., Suite 678, Milwaukee, WI 53233.

3. Respondent, the Commissioner of Insurance, is the appointed head official of the Office of the Commissioner of Insurance, an administrative agency of the State of Wisconsin within the meaning of Wis. Stat. § 227.01(1) (1997-98) and has its offices at 121 East Wilson Street, Madison, Wisconsin 53702, P.O. Box 7873, Madison, WI 53707-7873.

***Respondent's Order is a Final Decision***

4. This petition is for judicial review of the final decision and order captioned “In re the Conversion Application of Blue Cross and Blue Shield United of Wisconsin” issued by the Commissioner of Insurance for the State of Wisconsin on March 28, 2000. (OCI Case No. 99-26038, Findings of Fact, Conclusions of Law, and Order, attached as “Exhibit A”.) The Commissioner’s decision approves the application of Blue Cross & Blue Shield United of Wisconsin (hereinafter “BCBSUW”) to convert from a non-profit, nonstock, hospital service insurance corporation to a for-profit, stock insurance corporation on such terms as modified by the Commissioner’s order. The Court’s review is consistent with the Court’s authority found in Wis. Stats. § 227.52, *et. seq.* (1997-98).

**BACKGROUND**

5. On June 14, 1999, BCBSUW, a non-profit, nonstock, hospital service insurance corporation organized under Ch. 613, Wis. Stats., filed an application for approval of a plan of conversion to a for-profit stock insurer organized under Ch. 611, Wis. Stats., with the Office of the Commissioner of Insurance.

6. On November 19, 1999, the Office of the Commissioner of Insurance received motions to intervene in the Class 1 contested case hearing from ABC for Health Inc., Wisconsin Coalition for Advocacy, AARP, University of Wisconsin Medical School, and the Medical

College of Wisconsin. On November 29, 1999, Commissioner O'Connell denied the motions to intervene but stated an ongoing desire for input from these entities (whom she terms "Movants") by allowing limited participation by the organizations requesting party status in the proceeding.

7. A Class 1 contested case hearing was held on November 29, 1999 while the public and informational hearings were held on November 29 and 30, 1999. The Class 1 contested case hearing reconvened on February 25, 2000 and on March 10, 2000. During these two final hearings of the Class 1 contested case, Commissioner O'Connell provided a limited opportunity for petitioners, BCBSUW, and the two medical schools to provide limited expert testimony and examination of the expert witnesses of one another.

8. On March 28, 2000 Insurance Commissioner Connie L. O'Connell approved Blue Cross & Blue Shield United of Wisconsin's (BCBSUW) plan to convert from a non-profit to a for-profit insurance corporation with modifications. Although she stated that BCBSUW was not a charitable trust, she noted that "the conversion funds are best viewed as public capital charged with a particular purpose." (See Exhibit A, p. 15, ¶ 4.)

9. Commissioner O'Connell approved the conversion of BCBSUW contingent upon modifications to the proposal which she believed would "provide greater public input into the use of the funds, establish independent foundation governance, ensure the foundation receives full, fair and reasonable value of Blue Cross and specifically earmarks a portion of conversion proceeds to address public health needs." Commissioner O'Connell stipulated that initially 35% of the funds generated by the proceeds of the conversion must be directed towards improving public health in the state while the remainder of the funds would be dedicated to medical research and education. (See Exhibit A, p. 26, #2(7)(c).)

**10.** In the final decision, Commissioner O'Connell appointed all foundation board members for the stated purpose of ensuring independent foundation governance. However, she proceeded to appoint all the same board members previously appointed by BCBSUW. She also decided that each of the two medical schools designated to receive the charitable proceeds from the conversion, the University of Wisconsin Medical School in Madison and the Medical College of Wisconsin, would each be required to establish a Public and Community Health Oversight and Advisory Committee (PCHOAC), consisting of nine members with expertise in local and community public health and medicine. The committee members are to be appointed by the respective boards of each medical school. (See Exhibit A, p. 19-21.)

## **PETITIONERS' INTERESTS**

11. The Petitioners have legally protected interests in the continued availability and beneficial use of 100% of the charitable nonprofit assets held by the converting BCBSUW for the purpose of promoting public health and improved access to low-cost health insurance on a nonprofit basis. The Respondent's decision in the matter of the conversion of BCBSUW from a non-profit hospital service insurance corporation to a stock insurance corporation injuriously affects and threatens these interests by reducing these assets from 100% to 35%, and further threatens such assets by the terms of its order. Respondent's decision both fails to preserve and to protect the assets for the continued use for purposes that benefit the interests of Petitioners and their constituencies.

12. The Petitioners are listed in the Respondent's decision as "Movants" for purposes of judicial review. Each Petitioner was served on March 28, 2000 with a copy of the final decision by Respondent and given notice of their rights to a rehearing and to judicial review of the decision.

13. ABC is a statewide nonprofit public interest law firm whose corporate purposes are substantially to provide legal assistance and counseling for clients in Wisconsin who are in the low-income groups and cannot afford health care or health insurance or are denied health insurance coverage or health benefits.

14. ABC staff members have served on the Public Health Advisory Committee for the Wisconsin Department of Public Health, the chairperson of the State Bar Public Interest Law Section, and are experts on the needs of the uninsured and underinsured low-income populations in Wisconsin.

15. WCA is a statewide nonprofit organization whose corporate purposes are substantially to provide legal assistance, advocacy, and counseling for people with disabilities in Wisconsin, including those who cannot afford health care or health insurance, or are denied health insurance coverage or health benefits.

16. WCA is the agency designated by the Governor of the State of Wisconsin to act as the protection and advocacy agency for persons with mental illness, developmental disabilities and persons with other permanent impairments in Wisconsin pursuant to § 51.62, Wis. Stats., 42 USC 6012, and P.L. 99-576.

17. WCA staff members have served on the Wisconsin Health Insurance Risk Sharing Pool (HIRSP) Board and are experts on the needs of people with disabilities who are uninsured and underinsured.

18. AARP's interest in the final decision of the Respondent because it adversely affects their substantial interests in the public health of its constituency and membership, and the

availability and access to low-cost or no-cost health insurance, provided on a non-profit basis, to its constituents and members.

19. AARP is a nonprofit membership organization of more than thirty-three million persons for persons age 50 and older (the nation's largest organization) dedicated to serving the needs and interests older Americans through information and education, advocacy, and community services provided by a network of local chapters and experienced volunteers. In Wisconsin there are more than 714,000 AARP members. According to a 1999 survey, health care issues and consumer protection are the top two priorities of AARP members in Wisconsin. Of AARP members surveyed, 58 percent said that finding adequate and affordable, high quality health insurance is a major concern.

20. Through staff at the AARP Wisconsin State Office in Madison and in the Midwest Region Office in Chicago, and volunteers statewide in Wisconsin, AARP works to promote access to quality health and long-term care programs at the state and federal level.

21. More recently, AARP has begun major outreach efforts to its Wisconsin members to educate them about the proposed conversion by Blue Cross & Blue Shield United of Wisconsin. In addition, AARP joined with WCA, ABC for Health, and HealthWatch Milwaukee to sponsor educational workshops for the general public in early November, sign joint letters and participate in meetings with representatives of the Office of the Commissioner of Insurance to discuss the proposed conversion.

22. The Petitioners are non-profit consumer advocacy organizations that, along with a significant number of other nonprofit organizations in Wisconsin, have a legally protected interest in the opportunity to apply for grants from a public health foundation to fulfill its mission and promote shared interests in promoting public health.

23. Respondent's decision substantially injures the Petitioners' opportunity to apply for grants to fund projects that improve public health and access to low-cost health care the vulnerable populations that Petitioners represent. The Commissioner's decision greatly reduces

the proportion of funds available from 100% to 35% or less for use in promoting the original non-profit mission of BCBSUW, which is improving access to health care by providing low-cost health insurance on a non-profit basis to those who otherwise could not afford it.

24. Petitioners ABC, WCA, AARP, and their constituencies have a substantial interest in the Commissioner's decision order concerning the structure and mission of the recipient foundation as it affects the availability of significant source of grant funding for support of legal and advocacy services related to public health and access to health care.

25. Petitioners ABC, WCA, and AARP represent the health care interests of their constituencies and the interests of the Wisconsin public in access to low-cost health care coverage, all of whom are the beneficiaries of the corporate purposes of BCBUSW as required by the Wisconsin legislature.

26. WCA is a policyholder of a health insurance plan operated by or through BCBSUW. As such, WCA has an interest in the BCBSUW plan to convert from a non-profit hospital service insurance corporation to a for-profit stock insurance corporation because the plan will no longer be operated with a fiduciary duty for WCA's benefit. Instead, BCBSUW will be operated as fiduciary for the benefit of its shareholders.

27. WCA has an interest in the Respondent's final decision as it affects the availability of such coverage at the lowest reasonable cost made possible by BCBSUW's operation without a motive of profit.

28. Petitioners represent the interests of the classes of potential and existing policyholders who are also potential or existing clients or constituents of Petitioners. The

Petitioners represent the interests of such classes of persons by providing low-cost or free legal services concerning their access to private or public health care and health care insurance. As such, such classes of person have an interest in low-cost, affordable, or free health care services, the provision of which is the fundamental mission and purpose of the creation and existence of BCBSUW. Respondent's decision injuriously affect the interests of the classes of person by approving a change in the fundamental purpose of BCBSUW from providing low-cost, affordable access to health care free from the motive of profit with a fiduciary duty to its public beneficiaries to providing health care insurance with a motive of profit and a fiduciary duty to shareholders.

29. The Petitioners have a special interest in the BCBSUW conversion as approved in the Respondent's final decision, which is to ensure that the non-profit public health assets under management by BCBSUW since 1939 are fully preserved to further its historic and statutorily prescribed public health and health care access mission. The interests of the Petitioners and their constituents will be harmed if such mission is discontinued and not furthered or realized to the maximum extent feasible. Respondent's decision reduces from 100% to 35% the amount and availability of funds for improving public health by providing low-cost health insurance on a non-profit basis to those who could otherwise not afford it, which is one of the main corporate purposes of BCBSUW.

30. The Petitioners and their constituencies have a substantial interest in the Commissioner's order concerning the future adequacy of and access to low-cost and no-cost health care as provided under the non-profit operation of BCBSUW, a hospital service insurance corporation established "to ease the burden of payment for hospital services, particularly in the low-income groups" and thus "contribute to the solution of a pressing social and economic



problem in the state and merit the support of the citizens” as provided in paragraph (1) of Wis. Stat. s. 182.032 (1939), stating the public policy and purpose of allowing the creation of non-profit, nonstock, hospital service insurance corporations.

## **NATURE OF PETITIONERS’ AGRIEUREMENT**

31. Petitioners are aggrieved by the Respondent’s final decision and order (OCI Case No. 99-C26038) issued on March 28, 2000 that approves, with modifications, the plan of conversion by BCBSUW. The Petitioners are aggrieved, as defined in Ch. 227 because the decision and order adversely affect the substantial and legally protected interests of the Petitioners. The grounds upon which the Respondent’s final decision should be reversed and modified are based upon material errors of law, erroneous exercises of discretion, exercises of discretion outside the range delegated to the agency by the Legislature, erroneous findings of fact that are not supported by substantial evidence in the record, and material irregularities of agency procedure, which prejudiced the procedural and substantive due process rights of the Petitioners in the matter. The facts showing the nature of the Petitioners’ aggrievement are below.

### ***Findings of Fact not supported by substantial evidence in the record***

32. Upon information and belief, Respondent’s Finding of Fact #1 is not supported by substantial evidence in the record because it omits a material paragraph of a relevant statute regarding the history of BCBSUW as a charitable and benevolent corporation. Finding of Fact #7 omits a material section of sec. 180.32 (8), (1939 Wis. Stats.) in which the Legislature stated that “[e]very such corporation is hereby declared to be a charitable and benevolent corporation . . .” (See Exhibit A., p. 4.)

33. Upon information and belief, Respondent's Finding of Fact #4 is not supported by substantial evidence in the record because it omits a material section of the original Articles of Incorporation of BCBSUW (f.k.a. "Associated Hospital Service, Inc."). Respondent omitted the Article stating the original purpose of BCBSUW to be to operate a hospital service insurance corporation for the charitable and benevolent purposes under the enabling statute, sec. 180.32, Stats., (1939). (See Exhibit A, p. 5.)

34. Upon information and belief, Respondent's Finding of Fact #7 is not supported by substantial evidence in the record because it omits material information involving the legislative history surrounding the Blue Cross enabling act, as well as sec. 613.81, Stats. (1995-96), declaring hospital service insurance corporations to be charitable and benevolent corporations if they do not offer an HMO or a limited service health organization as defined in secs. 609.01(1) and (2) respectively. (See Exhibit A, p. 6.)

35. Upon information and belief, Respondent's Finding of Fact #8 is not supported by substantial evidence in the record. It omits a substantially material portion of the current BCBSUW Articles of Incorporation (June 3, 1998) that only permit BCBSUW to establish a plan to distribute the corporation's assets upon dissolution if it is not contrary to Ch. 181, which requires that distributions be "made in accordance with the stated purposes of the corporation." Secs. 181.1301, 181.1302, Wis. Stats. (See Exhibit A, p. 6.)

36. Upon information and belief, Respondent's Finding of Fact #21, that the conversion as modified by Respondent's order is in the interest of the public and policyholders, is not supported by substantial evidence in the record. (See Exhibit A, p. 8.)

37. Upon information and belief, Respondent's Finding of Fact #21, that the conversion, as modified by Respondent's order, is not contrary to law is not supported by substantial evidence in the record. (See Exhibit A, p. 8.)

38. Upon information and belief, Respondent's Finding of Fact #24, states in part that "it is appropriate, and not surprising, given the tremendous time pressure for the preparation of the proposal [for the use of the conversion proceeds by the medical schools], that the proposed plan is described in broad terms with the expectation that it will be further developed and continually redefined over time." This fact is not supported by substantial evidence in the record. (See Exhibit A, p. 24.)

39. Upon information and belief, Respondent's Finding of Fact #25 that the "integrity of these institutions and the existing accountability mechanisms provide significant reassurance that the interests of the public in these institutions are protected" is not supported by substantial evidence in the record. (See Exhibit A, p. 9.)

40. Upon information and belief, Respondent's Finding of Fact #26 found that "[a]s expressed in the plan of conversion, the purpose of the conversion funds is to promote public health initiatives that will generally benefit the Wisconsin population . . . ." and that "[t]his purpose is consistent with the state of Wisconsin's public purpose in establishing and promoting non-profit hospital service insurance corporations." This finding is not supported by substantial evidence in the record. It appears to refer to Findings of Fact ##1-6, which do not substantially support such a finding of fact (or such a conclusion of law). (See Exhibit A, p. 9.)

41. Upon information and belief, Respondent's Finding of Fact #32 that the "plan of conversion is not likely to . . . prejudice the interests of [BCBSUW's, affiliates', or subsidiaries']

respective policyholders is not supported by substantial evidence in the record. (See Exhibit A, p. 12.)

42. Upon information and belief, Respondent's Finding of Fact #34 that BCBSUW has no plans to terminate or reduce services in any region of the State of Wisconsin is not supported by substantial evidence in the record. (See Exhibit A, p. 12.)

43. Upon information and belief, Respondent's Finding of Fact #35 that "BCBSUW . . . does not intend to change its marketing strategy or to completely terminate any lines of business as a consequence of conversion" is not supported by substantial evidence in the record. (See Exhibit A, p. 12.)

44. Upon information and belief, Respondent's Finding of Fact #36 that the "Applicant has no plans to alter its current product distribution channels as a result of the conversion, and any future changes in product distribution channels will be the result of routine and ongoing developments in its marketing strategy" is not supported by substantial evidence in the record. (See Exhibit A, p. 13.)

45. Upon information and belief, Respondent's Finding of Fact #38 that the "competence and integrity of the persons who would control the operation of BCBSUW, its subsidiaries, and its affiliates are such that it is in the interest of the policyholders of these insurers and of the public to permit the proposed plan of conversion" is not supported by substantial evidence in the record. (See Exhibit A, p. 13.)

### ***Errors of law***

46. Respondent materially erred in Conclusion of Law #40 when she erroneously interpreted s. 613.80(1), Wis. Stats., in determining that the conversion plan is not contrary to the interests of the public. (See Exhibit A., p. 14.)

47. Respondent materially erred in Conclusion of Law #40 when she erroneously interpreted ss. 613.75 and 611.76, Wis. Stats., and a correct interpretation compels a different particular result. Respondent's interpretation is erroneous because it fails to provide the opportunity for actual and potential policyholders to vote on the plan of conversion, fails to represent and protect the beneficial rights of actual and potential policyholders in the BCBSUW corporation, and fails to protect and preserve the beneficial interests of the public in a significant source of low-cost, affordable, and subsidized health care insurance. (See Exhibit A, p. 14.)

48. Respondent materially erred in Conclusion of Law #42 by ruling that the conversion plan as modified by the Respondent's order is not contrary to the public interest and not prohibited by law because the conclusion of law depends upon findings of fact that are not supported by substantial evidence in the record. (See Exhibit A, p. 14.)

49. Respondent materially erred in Conclusion of Law #43 by erroneously interpreting s. 701.10, Stats., and the caselaw governing charitable trust assets in Wisconsin, and a correct interpretation compels particular actions different from those ordered by Respondent. Respondent erroneously concluded that the Wisconsin laws incorporating charitable trust and cy pres doctrines do not apply to the conversion of a non-profit charitable corporation to a for-profit stock insurance corporation.

50. Respondent erroneously interpreted the law governing distribution of assets by a non-profit corporation by failing to make a conclusion of law on the question put before the Respondent as to whether ss. 181.1301 and 181.1302, Stats., and the related caselaw governing distribution of non-profit assets, apply to BCBUSW conversion. By failing to form a conclusion on this question, Respondent failed to apply such law and erroneously approved a plan for distribution of the assets managed by BCBSUW to a new foundation that has a dissimilar

purpose to the original BCBSUW mission and purpose, in violation of these statutes and caselaw. Correct interpretation and application of the law governing distribution of non-profit assets compels that the distribution be to an organization with a purpose that is as near as possible to the original organization. The purpose of the recipient foundation approved in the Respondent's decision are substantially dissimilar in that it's corporate purposes are restricted to distributing the proceeds of its liquidated holdings to the UW Medical School and the Medical College of Wisconsin.

51. Respondent erroneously interpreted the law governing changes to the corporate purposes of nonstock charitable organizations, by failing to apply or address s. 182.007, Wis. Stats. In so doing, Respondent failed to recognize the continuing charitable legal status of BCBSUW and consequently failed to apply the correct law governing distributions of charitable assets.

52. Respondent's final decision and order are vague, indefinite, and fail to distinguish correct and lawful purposes for which the conversion proceeds may be used.

53. Respondent's final decision fails to substantively preserve and protect the substantial interests of the Petitioners and their constituencies in public health and access to affordable health care.

54. Respondent's final decision is dependent upon an erroneous interpretation of law because Respondent failed to conduct an appraisal of BCBSUW as required by an applicable portion of s. 611.76(3)(c) before approving the conversion application.

***Respondent's decision is outside the range of discretion delegated to the***

***Respondent by the Legislature***

55. Respondent acted outside the range of discretion delegated to it by the Legislature when she concluded that that the charitable trust and *cy pres* legal doctrines, and s. 701.10, Wis. Stats., do not apply to the BCBSUW conversion. (See Exhibit A, p. 14, ¶ 43.)

56. Respondent's final decision is an exercise of discretion outside the range delegate to her by the Legislature because her conclusions of law and order are premised upon findings of fact that are not supported by substantial evidence in the record. (See Exhibit A and ¶¶ 29-42 above under the heading, "Findings of Fact not supported by substantial evidence in the record.")

57. Respondent's order depends upon material erroneous exercises of discretion and as such is an arbitrary and capricious and contrary to law.

***Arbitrary and Capricious***

58. Respondent's final decision and order is an "arbitrary and capricious" action on the part of an administrative agency because it is unreasonable and does not have a rational basis. Respondent's action is the result of an unconsidered, willful, and irrational choice of conduct, and not the result of the winnowing and sifting process as required in administrative actions. Therefore, Respondent exceeded her jurisdiction and erroneously exercised her discretion in issuing her order.

59. Respondent's order #1 regarding foundation governance provides that the Commissioner shall appoint the members of the foundation board. In Respondent's order appointing named individuals as board members, respondent offers no reason or evidence to support her decisions as to each appointed member. The board members she appointed are the very same persons proposed and appointed by BCBSUW. This selection is contrary to

Respondent's stated purpose of ensuring independent board governance for the foundation. (See Exhibit A, pp. 19-20.)

60. Respondent's order #2 (subsection 7-c) provides in part that 35% of the conversion proceeds be allocated for public health initiatives, and 65% be allocated for medical research and physician education, and furthermore that the 35% may be reduced upon a 2/3 vote of a oversight committee. Respondent's decision offers no reason or evidence to support such figures in her order. (See Exhibit A, p. 26.)

61. Respondent's order #2 provides for the composition of a Public and Community Health Oversight Committee at each medical school. Each oversight committee is to be governed by nine medical school appointees, four of whom are nominated by the medical school, four by unspecified public health organizations, and one by the Commissioner. Respondent offers no reasoning or evidence to support such a composition in her order. (See Exhibit A, pp. 22-32.)

***Irregular Agency Procedure: "Quasi party status"***

62. Respondent acted inconsistently with its own agency rules by denying the Petitioners standing as interested parties and instead granting limited status as "Movants" contrary to Chapter 227.01(3), Stats., and the Administrative Code, INS 5.03(2).

63. Respondent's denial of the Petitioners' request to be admitted as parties to the Contested Case Class I Hearing but allowance to participate in a manner similar to a party is an irregular agency procedure and inconsistent with proper administrative procedure. As a result, Petitioner's rights were substantially infringed upon as Petitioners were severely restricted in the nature and extent of its ability to contest the case.

64. Given that the Commissioner considered the BCBSUW conversion application as a contested case, the procedural restrictions placed upon Petitioners constitute a procedural



irregularity and resulted in material errors that contributed to an erroneous decision based on incorrect and inadequate evidence and argument in the record.

### ***Violation of Rights to Due Process and Equal Protection of the Laws***

65. Respondent acted in violation of Petitioner's legally protected rights by denying Petitioners due process and equal protection of the laws as guaranteed in the Fourteenth Amendment of the United States Constitution and Article I, §1 of the Wisconsin Constitution when it failed to grant Petitioners the full status and rights as party in the contested case, which had the effect of limiting the Petitioners' ability to interrogate, depose, and examine BCBSUW witnesses, and limiting the otherwise rightful ability to present its own evidence and defend its lawfully protected interests in the matter.

### **PRAYER FOR RELIEF**

WHEREFORE, Petitioners respectfully request that the Court reverse, modify, remand, and correct the Respondent's final decision in the matter by requiring the taking of additional evidence, to stay Respondent's final decision and order, to effect the following:

- (1) establish that BCBSUW is a charitable organization with charitable trust obligations, including the obligation to transfer its assets, if at all, to an entity with an identical or as closely similar as possible purpose to the public health purposes of BCBSUW;
- (2) dissolve the foundation approved by the Respondent;
- (3) establish an independent public health foundation to receive the charitable assets whose board members are free from the influence of BCBSUW and the two medical schools, and to whom all appropriate entities in Wisconsin will have an

opportunity to apply for and receive grants to support public health initiatives consistent with the original charitable purposes of BCBSUW;

(4) change the proportion of charitable assets made available for addressing unmet public health needs from 35% to 100% in accordance with law incorporating the charitable trust and *cy pres* legal doctrines;

(5) make adequate provisions in the order approving the BCBSUW conversion to prevent BCBSUW directors, officers, executives, and managers from profiting as a result of the BCBSUW conversion at the expense of either the policyholders or the public;

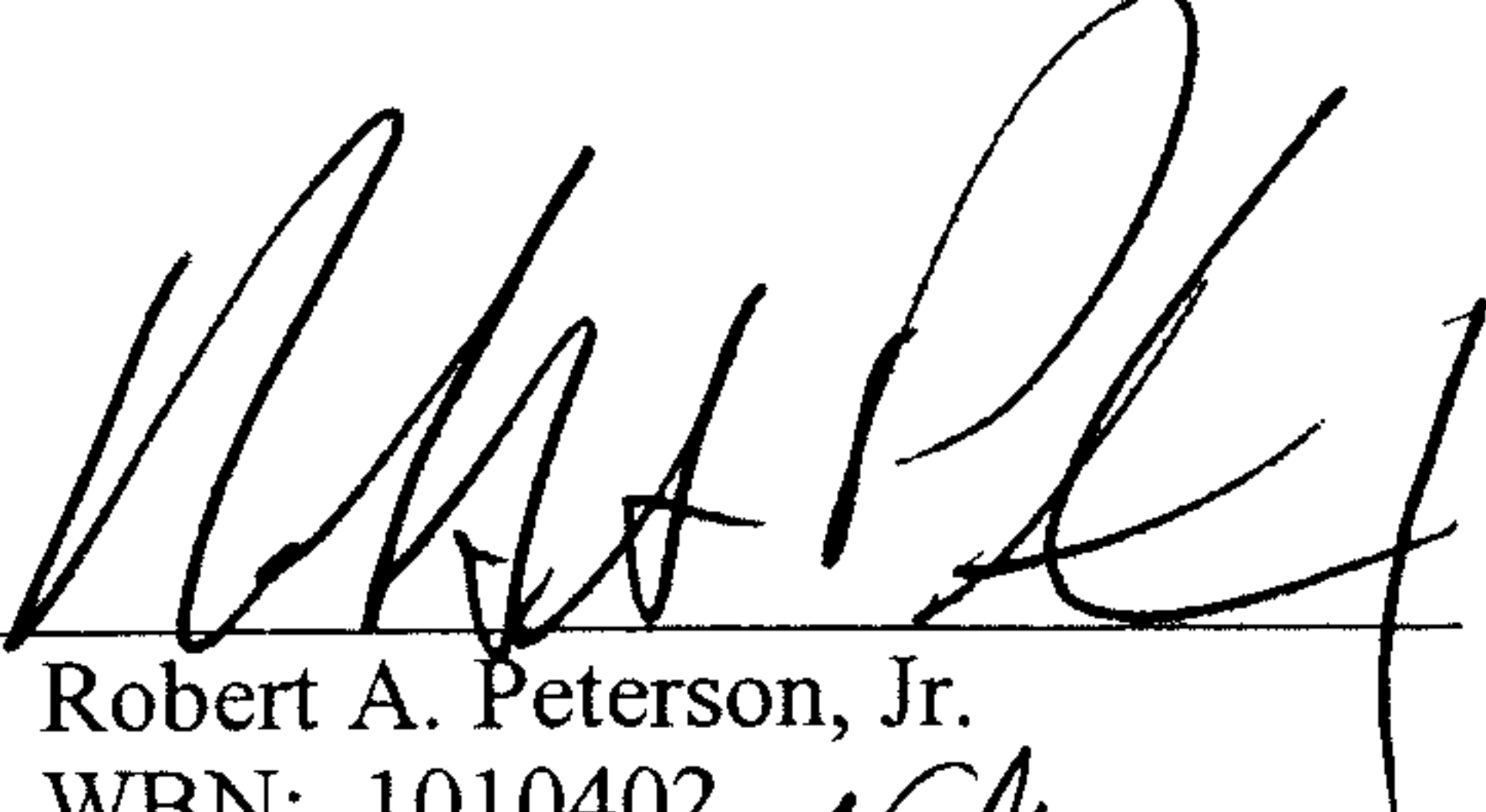
(6) reverse, modify, or remand the matter to ensure that the terms of the conversion approval and transactions comply with the law on such terms as the court deems proper;

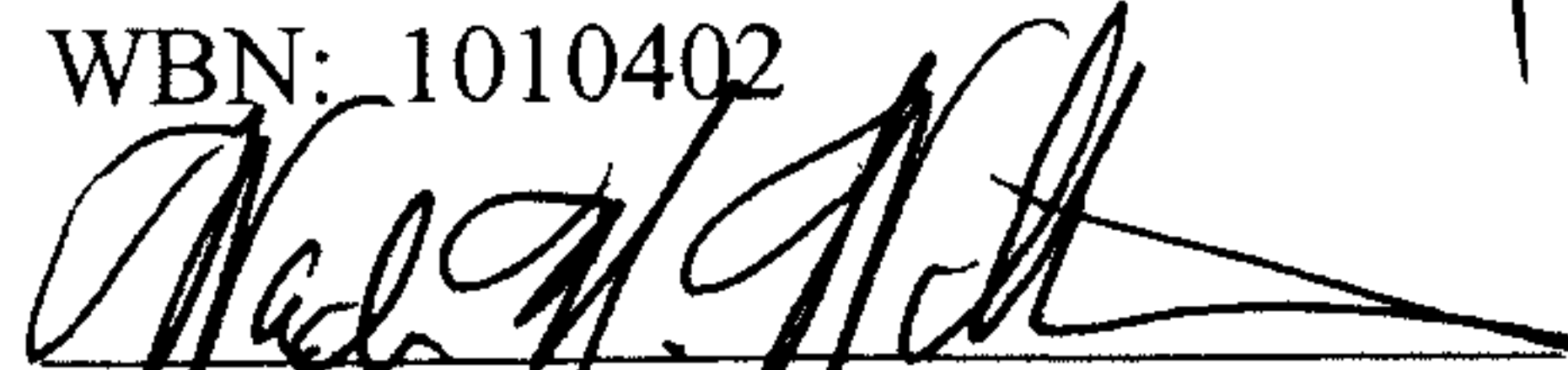
(7) award Petitioners the amount for costs and attorney fees incurred in bringing this special proceeding and action; and

(8) grant any other relief which the Court deems necessary and just.

Dated this 27<sup>th</sup> day of April, 2000

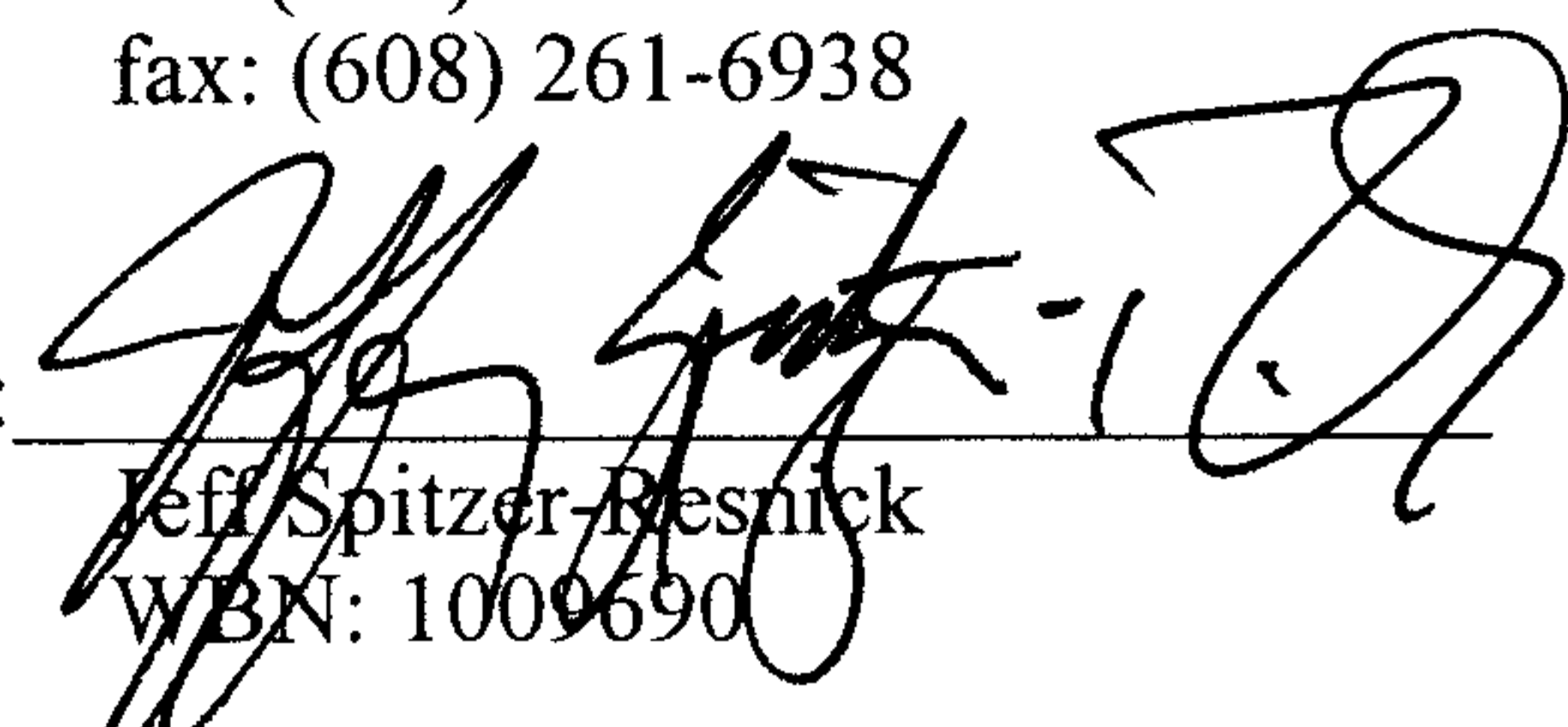
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